



The David J. Joseph Company



February 2, 2004

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20006-0001

RECORDATION NO. 22686-Q FILED

FEB 03 '04 1-47 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Supplement No. 13 to the Security Agreement and to the Amended and Restated Assignment of Leases, dated November 25, 2003, between the following parties:

Debtor: Joseph Leasing Ltd. f/k/a DJJ Leasing, Ltd.
300 Pike Street
Cincinnati, OH 45202

Secured Party: US Bank National Association f/k/a Firstar Bank N.A.
425 Walnut
Cincinnati, OH 45202

Please see exhibit A for the railcars that are being added to the Security Agreement and please see Exhibit B for the railcars that are being deleted from the Security Agreement.

This filing is to appear in the index as follows: Supplement No. 13 to the Security Agreement and to the Amended and Restated Assignment of Leases, dated November 25, 2003.

Please file this as a secondary document as it relates to Security Agreements which were previously filed with the Surface Transportation Board under Recordation Numbers 22686 through 22686-P.

The filing fee for this document in the amount of \$30.00 is included on the enclosed Check No. 553918. Please return an original stamped copy to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 621-8770, ext. 4239.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

FORM OF SECURITY DOCUMENTS SUPPLEMENT

SUPPLEMENT NO. 13
TO THE
SECURITY AGREEMENT
DATED AS OF DECEMBER 29, 1999
BETWEEN
DJJ LEASING LTD. n/k/a
JOSEPH LEASING, LTD.
(the "BORROWER")

RECORDATION NO. 22686-0 FILED
FEB 03 '04 1-47 PM
SURFACE TRANSPORTATION BOARD

AND
FIRSTAR BANK, N.A., n/k/a
US BANK NATIONAL ASSOCIATION
(the "BANK")

AND
TO THE AMENDED AND RESTATED
ASSIGNMENT OF LEASES
BETWEEN
THE BORROWER
AND
THE BANK

WHEREAS:

A. The Borrower and the Bank entered into a certain Revolving Credit and Term Loan Agreement dated as of December 29, 1999 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") pursuant to which the Bank agreed to lend to the Borrower funds in an aggregate principal amount not in excess of the amount provided therein;

B. Pursuant to the Credit Agreement, the Borrower and the Bank entered into a certain Security Agreement dated as of December 29, 1999 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement");

C. Pursuant to the Credit Agreement, the Borrower and the Bank entered into a certain Assignment of Leases dated as of December 29, 1999 (as amended, restated, supplemented or otherwise modified from time to time, the "Assignment of Leases");

D. Pursuant to the Credit Agreement, the Borrower is obligated in order to add Collateral to the Lien created under the Security Documents, to deliver to the Bank supplements to its Security Agreement and Assignment of Leases (each, a "Security Documents Supplement") describing the properties and assets which shall constitute the Collateral for the Obligations, and

it is therefore a condition precedent to the obligation of the Bank to make or maintain Loans that the Borrower shall execute and deliver to the Bank this Security Documents Supplement;

NOW, THEREFORE, the parties hereto hereby agree as follows (capitalized terms which are not defined herein shall have the meanings given to them in the Credit Agreement):

1. Each of the Security Agreement and the Assignment of Leases are hereby amended and supplemented by the addition thereto or subtraction therefrom (in addition to any other Collateral as modified by previous Security Documents Supplements) of the following Collateral: the Eligible Equipment, the Eligible Leases or other Collateral listed or identified on Exhibit A (additions) and/or Exhibit B (subtractions) thereto. For a list of current railcars and Assignment of Leases subject to the Security Agreement after the effect of the change contemplated by this Form of Security Documents Supplement No. 13, see Exhibit C.

2. The Borrower represents and warrants as follows:

(i) The Borrower has complied, and as of the date hereof is in compliance with all the terms, covenants and conditions of the Loan Documents; (ii) the representations and warranties contained in the Loan Documents (except for representations and warranties made as of a specific date) are true and correct in all material respects as of the date hereof with the same effect as if such representations and warranties had been made on the date hereof (including, without limitation, that the Collateral listed or identified on Exhibit 1 thereto and all Exhibits hereto is free and clear of any and all security interests, liens, assignments or other title encumbrances); and (iii) no Default or Event of Default exists, or would arise as a result of and after giving effect to, the addition of Collateral pursuant to this Security Documents Supplement.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement No. 13 to be duly executed this 25th day of November, 2003.

us ot
JOSEPH LEASING, LTD.

By: Paul G. Jantsch
Paul G. Jantsch
Committee Member

US BANK NATIONAL ASSOCIATION

By: [Signature]
Print Name:
Title: VP

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

On this 25 day of November, 2003, before me, personally appeared Paul G. Jantsch, to me personally known, who being by me duly sworn, says that he resides at Cincinnati, Ohio and is a Committee Member of Joseph Leasing, Ltd., and that said instrument was signed on the date hereof on behalf of said limited liability company by authority of its Committee; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Julie M. Woodard
Notary Public



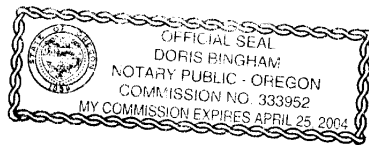
STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

On this ___ day of _____, 2003, before me, personally appeared _____ to me personally known, who being by me duly sworn, says that he/she resides at _____ and is _____ of US Bank National Association, and that said instrument was signed on the date hereof on behalf of said national banking association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Notary Public

STATE OF OREGON)
) SS:
COUNTY OF WASHINGTON)

On this 12th day of January, 2004, before me, a Notary Public of the State of Oregon, personally appeared Frank D. Namdar, who being by me duly sworn and deposed said that he is Vice President of U.S. Bank National Association (the "Bank"), a national banking association, which executed the foregoing document and acknowledged that he signed and delivered the same as the voluntary act and deed of the Bank by virtue of authority from its Board of Directors.



Doris Bingham
Notary Public for the State of Oregon

My commission expires: 4/25/04

EXHIBIT A

TO THE SECURITY DOCUMENTS SUPPLEMENT NO. 13, DATED AS OF
NOVEMBER 25, 2003 BETWEEN JOSEPH LEASING, LTD., f/k/a DJJ LEASING,
LTD. AND US BANK NATIONAL ASSOCIATION f/k/a FIRSTSTART BANK N.A.

LISTING ADDITIONS TO
ELIGIBLE EQUIPMENT/ELIGIBLE LEASES

Rptg Mark	Car Numbers	Lessee	Effective Date
<u>Trans.#1</u>	(1) railcar moved from Idle cars – KBSR storage to MHF Lease # 5073.		
JTLX	194	MHF	8/21/03
<u>Trans.#2</u>	(25) railcars moved from Idle cars – KBSR storage to MHF Lease # 5080.		
TKEN	100006, 100007, 100017, 100018, 100025, 100026, 100027, 100030, 100031, 100035, 100036, 100037, 100039, 100047, 100049, 100051, 100055, 100072, 100075, 100082, 100090, 100093, 100097, 100098, 100100	MHF	5/9/03
<u>Trans.#3</u>	(10) railcars moved from Idle cars – KBSR storage to Union Pacific Lease #5077.		
TKEN	100001, 100010, 100019, 100021, 100054, 100056, 100058, 100077, 100083, 100096	Union Pacific	5/12/03
<u>Trans.#4</u>	(15) railcars moved from Idle cars – KBSR storage to Longo Epic Lease #5027. Cars restenciled from TKEN to JTLX.		
JTLX	100105 - 100119	Longo Epic	8/11/03
<u>Trans.#5</u>	(88) railcars moved from South Carolina Public Services Authority Lease #5005 to Midwest Generation Lease.		
DJLX	96006, 96021, 96055, 96061, 96104 & 97000, 97001, 97003-97029, 97301, 97032, 97034-97042, 97044-97056, 97058-97064, 97066, 97068-97089	Midwest Generation	8/28/03
<u>Trans.#6</u>	NO ADDITIONS		
<u>Trans.#7</u>	(75) railcars moved from Chicago South Shore Lease #5009 to American Ecology Lease #5086. Cars restenciled from CSS to JTLX marks.		
JTLX	30100 - 30174	American Ecology	8/22/03
<u>Trans.#8</u>	(13) cars moved from Storage (former Allied lease # 5046) to Arrowhead lease #5082.		
JTLX	266, 267, 268, 270, 271, 273, 274, 275, 276, 277, 278, 279, 283	Arrowhead	5/21/03

<u>Trans.#9</u>	(12) cars moved from Storage (former Allied lease # 5046) to Ohio Central lease #5085.		
MVRY	269, 272, 280, 281, 282, 284, 285, 286, 287, 288, 289, 290		
<u>Trans.#10</u>	(27) railcars moved from West Tenn. lease #5025 to Union Pacific lease #5077.		
TKEN	9914, 9925, 9929, 9933, 9941, 9956, 9963-64, 9971-73, 9977, 9980, 9984, 9985, 9987-9989, 9992, 10000, 10002, 10363, 10367, 10368, 10371, 10372, 10377	Union Pacific	7/1/03
<u>Trans.#11</u>	(21) railcars moved from West Tenn. lease #5025 to West Tenn lease #5084.		
TKEN	9901, 9928, 9939, 9959, 9961, 9966, 9968, 9969, 9970, 9981, 9982, 9983, 9991, 9993, 9994, 9995, 9998, 10373, 10374, 10375, 10376	West Tenn. #5084	7/1/03
<u>Trans.#12</u>	(74) railcars moved from West Tenn. Storage & Use Agreement #5059 to West Tenn lease #5084.		
TKEN	9901, 9914, 9925, 9928-29, 9933, 9939, 9941, 9956, 9959, 9961, 9963-64, 9966, 9968, 9969-73, 9977, 9980-9985, 9987-9989, 9991-9995, 9998, 10000, 10002, 10363, 10367, 10368, 10371-10377	West Tenn. #5084	7/1/03
<u>Trans.#13</u>	(25) railcars moved from Ohio Central #5048 to Ohio Central Master lease #5085.		
MVRY	4000 - 4024	Ohio Central	7/1/03
<u>Trans.#14</u>	(30) railcars moved from Ohio Central #5055 to Ohio Central Master lease #5085.		
MVRY	96201, 96210, 96226, 96236-237, 96240-241, 96250, 96254, 95262, 96440, 96442, 96451, 95456, 96458-459, 96461-463, 96465-466, 96470, 96474, 96478, 96481, 96485, 96487, 96493, 96497-498	Ohio Central	7/1/03
<u>Trans.#15</u>	(10) railcars moved from Ohio Central Storage & Use Agreement #5065 to Ohio Central Master lease #5085.		
MVRY	96267, 96303, 96313, 96332, 96336, 96372, 96392, 96402, 96408, 96411	Ohio Central	7/1/03

<u>Trans.#16</u>	(115) railcars moved from Ohio Central Lease #5058 to Ohio Central Master lease #5085.		
MVRY	96202-03, 96208, 96212-14, 96217-18, 96221, 96224-25, 96227-28, 96231-32, 96235, 96239, 96243, 96245-46, 96257, 96259, 96261, 96263-64, 96268-69, 96275-276, 96278, 96280, 96281, 96285-87, 96292, 96295, 96297, 96300-01, 96304-06, 96309-11, 96314-22, 96324, 96326-327, 96331, 96333, 96335, 96339, 96341-346, 96353, 96355, 96357-59, 96361, 96364, 96366, 96368-69, 96376, 96377, 96382, 96384, 96388-89, 96393, 96395-96, 96398-401, 96403, 96406, 96407, 96412, 96416, 96420, 96431, 96436-37, 96441, 96443-44, 96449, 96452, 96460, 96464, 96468, 96471, 96488, 96491-92, 96499	Ohio Central	7/1/03
<u>Trans.#17</u>	(26) railcars moved from Ohio Central Storage & Use Agreement #5075 to Ohio Central Master lease #5085.		
MVRY	93, 158, 243, 246, 249, 259, 10378, 10382, 10383, 10388, 10390, 10391, 10392, 10393, 10397, 10400, 10401, 4054, 4059, 4061, 4065, 4066, 4068, 4069, 4072	Ohio Central	7/1/03
<u>Trans.#18</u>	(25) railcars restenciled from TNMR marks to TKEN marks, Potlatch lease #5013		
TKEN	2732, 2741, 2754, 2757, 2759-60, 2762, 2764, 2769, 2774, 2776-77, 2785, 2792-93, 2798, 12002, 12005, 12011, 12016, 12021, 12029, 12031, 12034, 12038	Potlatch	11/10/03
<u>Trans.#19</u>	(12) railcars moved from Columbus & Greenville #5056 to Allied Enterprises #5083.		
TKEN	700 - 711	Allied Enterprises	8/13/03
<u>Trans.#20</u>	(4) cars moved from Envirocare # 5038 to Arrowhead lease #5082.		
DJJX	19109, 19154, 19174	Arrowhead	5/21/03
DJLX	98509		
<u>Trans.#21</u>	(9) cars moved from Joseph Transportation # 5067 to Arrowhead lease #5082.		
DJJX	9706, 9747, 9797	Arrowhead	5/21/03
DJLX	98501, 98508, 98515, 98542		
JTLX	86, 94		

<u>Trans.#22</u>	(2) railcars moved from Providence & Worcester #5035 to West TN #5084.		
TKEN	9513, 9527	West TN	9/29/03
<u>Trans.#23</u>	(1) railcar moved from Providence & Worcester #5035 to MHF #5073.		
TKEN	9514	MHF	8/13/03
<u>Trans.#24</u>	(8) railcars moved from Greenfield Logistics #5054 to Envirocare #5038.		
JTLX	112, 231, 241, 245, 247, 248, 251, 258	Envirocare	9/15/03
<u>Trans.#25</u>	(10) railcars moved from storage at Transco to Envirocare #5038.		
DJJX	19069, 19161, 19169, 19172, 19173	Envirocare	9/15/03
DJLX	98516, 98529, 98543		
JTLX	75, 90		
<u>Trans.#26</u>	(7) railcars moved from Joseph Transportation #5067 to Envirocare #5038.		
DJJX	9783, 19104, 19158	Envirocare	9/15/03
DJLX	98505, 98513, 98540		
JTLX	56		
<u>Trans.#27</u>	(10) railcars moved from Envirocare #5038 to MHF #5073.		
DJJX	19046, 19059, 19151, 19156	MHF	8/15/03
DJLX	98504, 98519, 98544, 98548		
JTLX	62, 66		
<u>Trans.#28</u>	(1) railcar moved from Envirocare #5038 to Storage at KBSR.		
DJJX	19165	Storage at KBSR	9/15/03
<u>Trans.#29</u>	(5) railcars were restenciled from TNMR marks to TKEN marks.		
TKEN	7129 - 7133	Raven #5037	10/9/03
<u>Trans.#30</u>	(13) railcars moved from Columbus & Greenville #5056 to Raven #5037.		
TKEN	7116-7128	Raven	9/15/03
<u>Trans.#31</u>	No additions		
<u>Trans.#32</u>	(29) railcars moved from Joseph Transportation #5067 to MHF # 5073.		
DJJX	19041, 19045, 19058, 19091, 19162, 19176	MHF	10/15/03
DJLX	98506, 98524, 98531, 98538		
JTLX	50, 74, 80, 105, 111, 118, 127, 130, 135, 140, 149, 166, 168, 170, 175, 177, 178, 180, 186		
<u>Trans.#33</u>	(1) railcar moved from Joseph Transportation #5067 to Storage at KBSR.		
DJJX	19032	KBSR	10/15/03

EXHIBIT B

TO THE SECURITY DOCUMENTS SUPPLEMENT NO. 13, DATED AS OF
NOVEMBER 25, 2003, BETWEEN JOSEPH LEASING, LTD., f/k/a DJJ LEASING,
LTD. AND US BANK NATIONAL ASSOCIATION f/k/a FIRSTART BANK N.A.

LISTING DELETIONS FROM
ELIGIBLE EQUIPMENT/ELIGIBLE LEASES

Rptg Mark	Car Numbers	Lessee	Effective Date
<u>Trans.#1</u>	(1) railcar moved from Idle cars – KBSR storage to MHF Lease # 5073.		
JTLX	194	Idle cars - KBSR	8/21/03
<u>Trans.#2</u>	(25) railcars moved from Idle cars – KBSR storage to MHF Lease # 5080.		
TKEN	100006, 100007, 100017, 100018, 100025, 100026, 100027, 100030, 100031, 100035, 100036, 100037, 100039, 100047, 100049, 100051, 100055, 100072, 100075, 100082, 100090, 100093, 100097, 100098, 100100	Idle cars - KBSR	5/9/03
<u>Trans.#3</u>	(10) railcars moved from Idle cars – KBSR storage to Union Pacific Lease # 5077.		
TKEN	100001, 100010, 100019, 100021, 100054, 100056, 100058, 100077, 100083, 100096	Idle cars - KBSR	5/12/03
<u>Trans.#4</u>	(15) railcars moved from Idle cars – KBSR storage to Longo Epic Lease #5027. Cars restenciled from TKEN to JTLX.		
TKEN	100068, 100095, 100089, 100079, 100074, 100029, 100052, 100028, 100101, 100015, 100042, 100080, 100081, 100104, 100076	Idle cars - KBSR	8/11/03
<u>Trans.#5</u>	(88) railcars moved from South Carolina Public Services Authority Lease #5005 to Midwest Generation Lease.		
DJLX	96006, 96021, 96055, 96061, 96104 & 97000, 97001, 97003-97029, 97301, 97032, 97034-97042, 97044-97056, 97058-97064, 97066, 97068-97089	South Carolina Public Services Authority	8/28/03
<u>Trans.#6</u>	(7) railcars destroyed from South Carolina Public Services Authority Lease #5005.		
DJLX	97002, 97030, 97033, 97043, 97057, 97065, 97067	South Carolina Public Services Authority	4/18/03
<u>Trans.#7</u>	(75) railcars moved from Chicago South Shore Lease #5009 to American Ecology Lease #5086. Cars restenciled from CSS to JTLX marks.		
CSS	30100 - 30174	Chicago South Shore	8/22/03

<u>Trans.#8</u>	(25) railcars moved from Storage (former Allied lease #5046). (12) to Ohio Central lease #5085 and (13) to Arrowhead Lease #5082. Cars restenciled from CSS to JTLX marks.		
AM	720 -739, 96234, 96260, 96477, 96486, 96494	Storage	5/21/03
<u>Trans.#9</u>	No deletions		
<u>Trans.#10</u>	(48) railcars moved from West Tenn. lease #5025. (27) to Union Pacific lease #5077 and (21) to West Tenn lease #5084.		
TKEN	9901, 9914, 9925, 9928-29, 9933, 9939, 9941, 9956, 9959, 9961, 9963-64, 9966, 9968, 9969-73, 9977, 9980-9985, 9987-9989, 9991-9995, 9998, 10000, 10002, 10363, 10367, 10368, 10371-10377	West Tenn. #5025	7/1/03
<u>Trans.#11</u>	No deletions		
<u>Trans.#12</u>	(74) railcars moved from West Tenn. Storage & Use Agreement #5059 to West Tenn lease #5084.		
TKEN	9901, 9914, 9925, 9928-29, 9933, 9939, 9941, 9956, 9959, 9961, 9963-64, 9966, 9968, 9969-73, 9977, 9980-9985, 9987-9989, 9991-9995, 9998, 10000, 10002, 10363, 10367, 10368, 10371-10377	West Tenn. #5059	7/1/03
<u>Trans.#13</u>	(25) railcars moved from Ohio Central #5048 to Ohio Central Master lease #5085.		
MVRY	4000 - 4024	Ohio Central	7/1/03
<u>Trans.#14</u>	(30) railcars moved from Ohio Central #5055 to Ohio Central Master lease #5085.		
MVRY	96201, 96210, 96226, 96236-237, 96240-241, 96250, 96254, 95262, 96440, 96442, 96451, 95456, 96458-459, 96461-463, 96465-466, 96470, 96474, 96478, 96481, 96485, 96487, 96493, 96497-498	Ohio Central	7/1/03
<u>Trans.#15</u>	(10) railcars moved from Ohio Central Storage & Use Agreement #5065 to Ohio Central Master lease #5085.		
MVRY	96267, 96303, 96313, 96332, 96336, 96372, 96392, 96402, 96408, 96411	Ohio Central	7/1/03

<u>Trans.#16</u>	(115) railcars moved from Ohio Central Lease #5058 to Ohio Central Master lease #5085.		
MVRY	96202-03, 96208, 96212-14, 96217-18, 96221, 96224-25, 96227-28, 96231-32, 96235, 96239, 96243, 96245-46, 96257, 96259, 96261, 96263-64, 96268-69, 96275-276, 96278, 96280, 96281, 96285-87, 96292, 96295, 96297, 96300-01, 96304-06, 96309-11, 96314-22, 96324, 96326-327, 96331, 96333, 96335, 96339, 96341-346, 96353, 96355, 96357-59, 96361, 96364, 96366, 96368-69, 96376, 96377, 96382, 96384, 96388-89, 96393, 96395-96, 96398-401, 96403, 96406, 96407, 96412, 96416, 96420, 96431, 96436-37, 96441, 96443-44, 96449, 96452, 96460, 96464, 96468, 96471, 96488, 96491-92, 96499	Ohio Central	7/1/03
<u>Trans.#17</u>	(26) railcars moved from Ohio Central Storage & Use Agreement #5075 to Ohio Central Master lease #5085.		
MVRY	93, 158, 243, 246, 249, 259, 10378, 10382, 10383, 10388, 10390, 10391, 10392, 10393, 10397, 10400, 10401, 4054, 4059, 4061, 4065, 4066, 4068, 4069, 4072	Ohio Central	7/1/03
<u>Trans.#18</u>	(25) railcars restenciled from TNMR marks to TKEN marks, Potlatch lease #5013		
TNMR	2732, 2741, 2754, 2757, 2759-60, 2762, 2764, 2769, 2774, 2776-77, 2785, 2792-93, 2798, 12002, 12005, 12011, 12016, 12021, 12029, 12031, 12034, 12038	Potlatch	11/10/03
<u>Trans.#19</u>	(12) railcars moved from Columbus & Greenville #5056 to Allied Enterprises #5083.		
CAGY	2733, 2737, 2751, 2758, 2773, 2781, 2783, 12000, 12012, 12023, 12025, 12026	Columbus & Greenville	8/13/03
<u>Trans.#20</u>	(4) cars moved from Envirocare # 5038 to Arrowhead lease #5082.		
DJJX	19109, 19154, 19174 & DJLX 98509	Envirocare	5/21/03
<u>Trans.#21</u>	(9) cars moved from Joseph Transportation # 5067 to Arrowhead lease #5082.		
DJJX	9706, 9747, 9797	Joseph	5/21/03
DJLX	98501, 98508, 98515, 98542	Transportation	
JTLX	86, 94		

<u>Trans.#22</u>	(2) railcars moved from Providence & Worcester #5035 to West TN #5084.		
TKEN	9513, 9527	Providence & Worcester	9/29/03
<u>Trans.#23</u>	(1) railcar moved from Providence & Worcester #5035 to MHF #5073.		
TKEN	9514	Providence & Worcester	8/13/03
<u>Trans.#24</u>	(8) railcars moved from Greenfield Logistics #5054 to Envirocare #5038.		
JTLX	112, 231, 241, 245, 247, 248, 251, 258	Greenfield	9/15/03
<u>Trans.#25</u>	(10) railcars moved from storage at Transco to Envirocare #5038.		
DJJX	19069, 19161, 19169, 19172, 19173	Storage at Transco	9/15/03
DJLX	98516, 98529, 98543		
JTLX	75, 90		
<u>Trans.#26</u>	(7) railcars moved from Joseph Transportation #5067 to Envirocare #5038.		
DJJX	9783, 19104, 19158	Joseph Transportation	9/15/03
DJLX	98505, 98513, 98540		
JTLX	56		
<u>Trans.#27</u>	(10) railcars moved from Envirocare #5038 to MHF #5073.		
DJJX	19046, 19059, 19151, 19156	Envirocare	8/15/03
DJLX	98504, 98519, 98544, 98548		
JTLX	62, 66		
<u>Trans.#28</u>	(1) railcars moved from Envirocare #5038 to Storage at KBSR.		
DJJX	19165	Envirocare	9/15/03
<u>Trans.#29</u>	(5) railcars were restenciled from TNMR marks to TKEN marks.		
TNMR	2740, 2744, 2778, 2780, 2797	Raven #5037	10/9/03
<u>Trans.#30</u>	(13) railcars moved from Columbus & Greenville #5056 to Raven #5037.		
CAGY	2752, 2753, 2736, 2739, 2742, 2786, 2787, 12003, 12013, 12028, 12037, 2747, 12001	Columbus & Greenville	9/15/03
<u>Trans.#31</u>	(1) railcar was destroyed from Northern States Power #5060		
NSPX	92001	Northern States	4/4/03
<u>Trans.#32</u>	(29) railcars moved from Joseph Transportation #5067 to MHF # 5073.		
DJJX	19041, 19045, 19058, 19091, 19162, 19176	Joseph Transportation	10/15/03
DJLX	98506, 98524, 98531, 98538		
JTLX	50, 74, 80, 105, 111, 118, 127, 130, 135, 140, 149, 166, 168, 170, 175, 177, 178, 180, 186		
<u>Trans.#33</u>	(1) railcar moved from Joseph Transportation #5067 to Storage at KBSR.		
DJJX	19032	Joseph Transportation	10/15/03

EXHIBIT C

To Supplement No. 13

INVENTORY OF CARS & LEASES SUBJECT TO

**The security Agreement Recordation No. 22686
Filed on December 29, 1999**

&

**The Assignment of Leases Recordation No. 22686-A
Filed on December 29, 1999 in Conjunction with
The Aforementioned Security Agreement**

&

All Supplements Thereto

November 25, 2003

Leases	No. of Cars	Car Rpt. Mark & Numbers	NOTES
Peoria & Pekin Union#5003	100	PPU 9100-9199	
Idle Cars – Stored at KBSR.	6	JTLX 151, 156, 185, 188 DJJX 19032, 19165	Affected by Supp. #7 Rec. #22686-I, Supp. #8 Rec. #22686-J, Supp. #9 Rec. #22686-K; and Supp. #11 Rec. #22686-O; Supp. #12 Rec. #22686-P; and Supp #13 Rec. #
Carolinas Cement Company (Roanoke) #5008	19	DJLX 97300-97306, 97308-97319	
Arkansas Midland RR Co.	70	AKMD 2000, 2001, 2003-2021, 2023- 2028, 2030-2062, 3010-3019	Affected by Supp. #4 Rec. #22686-E and Supp. #9 Rec. #22686-K.
Potlatch Corp. #5013	75	CRLE 20815-20839 & CRLE 20715– 20739. TKEN 2732, 2741, 2754, 2757, 2759-60, 2762, 2764, 2769, 2774,2776- 77, 2785,2792-93,2798,12002,12005, 12011, 12016,12021,12029,12031,12034, 12038	Affected by Supp. #11 Rec.#22686-O.
U. S. Silica	60	DJLX 98100 - 98159	Affected by Supp. #5 Rec. #22686-F
Railtex, Inc. #5015	30	FCEN 96565 - 96594	Affected by Supp. #10 Rec. #22686-L.

Indiana Harbor Belt RR Company #5016	20	IHB 98200 - 98219	
Finger Lakes #5026	60	TNMR 9911, 9936, 9965, 74-76, 79-94, 10353-362, 100202-16, 100219, 100225, 100227, 100231, 100233-35, 100237-41, 100247	Affected by Supp. #6 Rec. #22686-H, Supp. #7 Rec. #22686-I, and Supp. #9 Rec. #22686-K.
Longo Epic #5027	60	DJJX 9900, 9902-9912, 9913, 9915-9924, 9926-27, 9930-32, 9937-38, 9942-44, 9946-48, 9950, 9951, 9957-58, 9960, 9962, DJLX 9945, 9952, 9954, 9978 JTLX 100105 - 100119	Affected by Supp. #8 Rec. #22686-J and Supp. #11 Rec. #22686-O and Supp #13 Rec. #
The David J. Joseph Company (formerly Joseph Transportation Services, Inc.) #5032 (316)	238	DJJX 19000, 19002-20, 12022-31, 19033-40, 19042, 19044, 19047-48, 19050-52, 19054-57, 19060-64, 19067, 19070, 19072-73, 19075-78, 19080-83, 19085-89, 19092-98, 19100-101, 19103, 19106, 19108, 19110, 19113-115, 19117-125, 19127-29, 19171, 19178-192 DJJX 9701-04, 9707-15, 9718-46, 9748-74, 9776-82, 9784-88, 9790-96, 9799-9804, JTIX 9050; JTIX 9000 - 9027	Affected by Supp. #6 Rec #22686-H and Supp. #12 Rec. #22686-P.
MHF Logistics #5030 (314)	70	MHFX 5800 - 5869	
Providence & Worcester #5035 (321)	47	TKEN 9500, 9501, 9502, 9503, 9504, 9505, 9506, 9507, 9508, 9509, 9510, 9511, 9512, 9515, 9516, 9517, 9518, 9519, 9520, 9521, 9522, 9523, 9524, 9525, 9526, 9528, 9529, 9530, 9531, 9532, 9533, 9534, 9535, 9536, 9537, 9538, 9539, 9540, 9541, 9542, 9543, 9544, 9545, 9546, 9547, 9548, 9549	
Union Pacific	120	DJLX 96000-006, 96007-020, 96022-054, 96056-060, 96062-103, 96105-124	
The IC&E RR #5041 (The IC&E RR acquired the I&M Railink on 7/30/02)	150	IMRL 70000-70149	Affected by Supplement #1, Rec. #22686B & Supplement #2, Rec. #22686C and by Supp. #12 Rec.#22686-P. Lease recorded at Rec. #22873

ECDC Environmental, L.C. #5040	50	ECXX20001-ECXX20050	
Envirocare #5038	100	DJJX 9700, 9705, 9717, 9783, 9789, 9798, 19001, 19021, 19049, 19053, 19066, 19068, 19069, 19071, 19074, 19084, 19090, 19104, 19105, 19107, 19111, 19112, 19116, 19126, 19150, 19152, 19153, 19155, 19157, 19158, 19160, 19161, 19163, 19164, 19167, 19168, 19169, 19170, 19172, 19173, 19175, 19177 DJLX 98500, 98502, 98505, 98507, 98512, 98513, 98514, 98516, 98517, 98518, 98520, 98521, 98522, 98525, 98526, 98529, 98530, 98533, 98535, 98537, 98539, 98540, 98541, 98543, 98545, 98546, 98547 JTLX 36, 41, 47, 48, 55, 56, 59, 61, 64, 65, 69, 71, 73, 75, 76, 77, 85, 90, 95, 96, 97, 98, 100, 112, 231, 241, 245, 247, 248, 251, 258	Affected by Supp. #4 Rec. #22686-E Affected by Supp. #7 Rec. #22686-I and by Supp. #11 Rec. #22686-O and Supp #13 Rec. #_____.
AmeriSteel Corp. (formerly Birmingham Southeast) #5043	20	JTLX 38, 40, 44, 45, 53, 60, 84, 88, 89 & 91, 101, 103, 110, 113, 123, 129, 133, 139, 169 & 184	Affected by Supp. #6 Rec. #22686-H; and Supp. #7 Rec. #22686-I.
Royal Green Corporation #5042	45	JTLX 1-35, 42, 49, 58, 63, 67-68, 81-82, 87 & 92	Affected by Supp. #6 Rec. #22686-H
Environmental Protection and Improvement Company #5045	50	EPIX 91300-91349	Affected by Supp. #7 Rec. 22686-I.
Willamette Industries, Inc. #5044	15	FCEN 96550-96564	Affected by Supp. #7 Rec. #22686-I
Greenfield Logistics, LLC #5054	7	JTLX 233, 235, 237, 242, 253, 255, 256	Affected by Supp. #8 Rec. #22686-J; and Supp. #11 Rec. # 22686-O.
The David J. Joseph Co. (formerly Joseph Transportation Inc) #5047	22	JTIX 100217, 100218, 100220-24, 100226, 100228-30, 100232, 100236, 100242-46, 100248-51	Affected by Supp. #8 Rec. #22686-J, Supp. #9 Rec. #22686-K, Supp. #10 Rec. # 22686-L; and Supp. #11 Rec. # 22686-O.
Paneltech LLC #5051	50	JTLX 900000-900049	Affected by Supp. #8 Rec. #22686-J.

Raven Logistics #5037	24	TKEN 7110 - 7133	Affected by Supp. #8 Rec. #22686-J; and Supp. #9 Rec. #22686-K and by Supp. #12 Rec # 22686-P.
Sault Ste. Marie Bridge Company	60	SSAM 38750-809	Affected by Supp. #9 Rec. #22686-K.
Columbus & Greenville #5056	33	CAGY 2731, 2734,2735, 2738, 2743, 2745-46, 2750, 2761, 2763, 2766, 2768, 2775, 2782, 2784, 2789-91, 2794-96, 1799, 12014-15, 12017-20, 12022, 12032-33, 12035, 12039	Affected by Supp. #9 Rec. #22686-K; and Supp #11 Rec. # 22686-O and Supp #13 Rec. # .
Georgia Pacific #5052	49	JTLX 900050-900059, 900061-900099	Affected by Supp. #9 Rec. #22686-K and Supp #11 Rec. # 22686-O.
Greenbrier Leasing Corporation 5063	75	IBT 19020-19024; 19026-19031; 19033-19057; 19059-19084; 19086-19093;19095-19099	Affected by Supp. #10 Rec. #22686-L.
Celanese, Ltd. 5064	110	JTLX 99501-99610	Affected by Supp. #10 Rec. #22686-L.
Northern States Power Company 5060	134	NSPX 92002-92135	Affected by Supp. #10 Rec. #22686-L.
Joseph Transportation #5067			Affected by Supp. #12 Rec. #22686-P.
Cronimet #5066	10	JTLX 108, 122, 10385, 10389, 10394, 10399, 10402, 10403; TNMR 4055, 4060	Affected by Supp. #11 Rec. #22686-O and by Supp. #12 Rec. #22686-P.
Seminole Gulf Railway #5069	20	SGLR 9901 - 9920	Affected by Supp. #11 Rec. #22686-O.
Montreal, Maine & Atlantic Railroad #5076	18	NYOG 99000-99006; 99039-99049.	Affected by Supp. #11 Rec. #22686-O and by Supp. #12 Rec. #22686-P.
Claremont Concord Railroad #5068	10	TKEN 4050, 4051, 4052, 4053, 4056, 4057, 4058, 4062, 4063, 4064	Affected by Supp. #12 Rec. #22686-P.

Bay State Milling #5071	15	DJLX 97200, 97203-97210, 97213, 97214, 97216-97219	Affected by Supp. #12 Rec. #22686-P.
The David J. Joseph Co. #5072	55	DJJX 65000 – 65054	Affected by Supp. #12 Rec. #22686-P.
Western Polymers #5074	5	DJLX 97201, 97202, 97211, 97212, 97215	Affected by Supp. #12 Rec. #22686-P.
MHF # 5073	62	JTLX 57, 62, 66, 141 152, 192, 194, 232, 234, 236, 238, 239, 240, 244, 250, 252, 254, 257, 260, 261, 262, 263, 264, 265 TKEN 9514 DJJX 19046, 19059, 19151, 19156 DJLX 98504, 98519, 98544, 98548 DJJX 19041, 19045, 19058, 19091, 19162, 19176, DJLX 98506, 98524, 98531, 98538, JTLX 50, 74, 80, 105, 111, 118, 127, 130, 135, 140, 149, 166, 168, 170, 175, 177, 178, 180, 186	Affected by Supp. #12 Rec. #22686-P and Supp #13 Rec. #_____.
MHF # 5080	25	TKEN 100006, 100007, 100017, 100018, 100025, 100026, 100027, 100030, 100031, 100035, 100036, 100037, 100039, 100047, 100049, 100051, 100055, 100072, 100075, 100082, 100090, 100093, 100097, 100098, 100100	Affected by Supp #13 Rec. #_____.
Union Pacific #5077	37	TKEN 100001, 100010, 100019, 100021, 100054, 10056, 100058, 100077, 100083, 100096 TKEN 9914, 9925, 9929, 9933, 9941, 9956, 9963-64, 9971-73, 9977, 9980, 9984, 9985, 9987-9989, 9992, 10000, 10002, 10363, 10367, 10368, 10371, 10372, 10377	Affected by Supp #13 Rec. #_____.
Midwest Generation	88	DJLX 96006, 96021, 96055, 96061, 96104 & 97000, 97001, 97003-97029, 97301, 97032, 97034-97042, 97044-97056, 97058-97064, 97066, 97068-97089	Affected by Supp #13 Rec. #_____.
American Ecology #5086	75	JTLX 30100 – 30174	Affected by Supp #13 Rec. #_____.
Arrowhead #5082	26	JTLX 266, 267, 268, 270, 271, 273, 274, 275, 276, 277, 278, 279, 283, 86, 94 DJJX 9706, 9747, 9797, 19109, 19154, 19174, 98501, 98508, 98509, 98515, 98542	Affected by Supp #13 Rec. #_____.

Ohio Central #5085	218	<p>MVRY 269, 272, 280, 281, 282, 284, 285, 286, 287, 288, 289, 290</p> <p>MVRY 4000-4024</p> <p>MVRY 96201, 96210, 96226, 96236-237, 96240-241, 96250, 96254, 95262, 96440, 96442, 96451, 95456, 96458-459, 96461-463, 96465-466, 96470, 96474, 96478, 96481, 96485, 96487, 96493, 96497-498</p> <p>MVRY 96267, 96303, 96313, 96332, 96336, 96372, 96392, 96402, 96408, 96411</p> <p>MVRY 96202-03, 96208, 96212-14, 96217-18, 96221, 96224-25, 96227-28, 96231-32, 96235, 96239, 96243, 96245-46, 96257, 96259, 96261, 96263-64, 96268-69, 96275-276, 96278, 96280, 96281, 96285-87, 96292, 96295, 96297, 96300-01, 96304-06, 96309-11, 96314-22, 96324, 96326-327, 96331, 96333, 96335, 96339, 96341-346, 96353, 96355, 96357-59, 96361, 96364, 96366, 96368-69, 96376, 96377, 96382, 96384, 96388-89, 96393, 96395-96, 96398-401, 96403, 96406, 96407, 96412, 96416, 96420, 96431, 96436-37, 96441, 96443-44, 96449, 96452, 96460, 96464, 96468, 96471, 96488, 96491-92, 96499</p> <p>MVRY 93, 158, 243, 246, 249, 259, 10378, 10382, 10383, 10388, 10390, 10391, 10392, 10393, 10397, 10400, 10401, 4054, 4059, 4061, 4065, 4066, 4068, 4069, 4072</p>	Affected by Supp #13 Rec. # _____.
West Tenn. #5084	97	<p>TKEN 9901, 9928, 9939, 9959, 9961, 9966, 9968, 9969, 9970, 9981, 9982, 9983, 9991, 9993, 9994, 9995, 9998, 10373, 10374, 10375, 10376</p> <p>TKEN 9513, 9527</p> <p>TKEN 201 – 230; TKEN 96000; TKEN 96206, 96211, 96215, 96219, 96230, 96242, 96252-96253, 96255-96256, 96438, 96446, 96450, 96454, 96457, 96473, 96476, 96482-96484</p> <p>TKEN 4070, 4071, 4073-4084</p> <p>TKEN 10379, 10380, 10381, 10384, 10386, 10387, 10395, 10396, 10398</p>	Affected by Supp #13 Rec. # _____.
Allied Enterprises #5083	12	TKEN 700 - 711	Affected by Supp #13 Rec. # _____.